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**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

**IN RE GOOGLE PLAY STORE
ANTITRUST LITIGATION**

THIS DOCUMENT RELATES TO:

Epic Games, Inc. v. Google LLC, No. 3:20-cv-
05671-JD

Case No. 3:21-md-02981-JD

**DECLARATION OF SHANE M.
PALMER IN SUPPORT OF NON-
PARTY SPOTIFY'S
ADMINISTRATIVE MOTION TO
SEAL PORTIONS OF EXHIBIT 1496**

Judge: Hon. James Donato

1 I, Shane M. Palmer, declare as follows:

2 1. I am an attorney at the law firm of Sullivan & Cromwell LLP, and counsel
3 to Non-Party Spotify USA Inc. (“Spotify”). I am a member in good standing of the Bars of the
4 States of New York and California and a member of the Bar of this Court. I submit this declaration
5 pursuant to Local Civil Rule 79-5(c)(2) in support of Spotify’s Administrative Motion to Seal
6 Portions of Exhibit 1496. I have personal knowledge of the facts set forth in this declaration and
7 can testify competently to those facts.

8 2. On November 12, 2023, counsel for Google LLC (“Google”) informed me
9 by email that Epic Games, Inc. (“Epic”) intends to use at trial a document identified as Exhibit
10 1496. Google’s counsel informed me that the document is an internal Google slide deck that
11 contains certain Spotify confidential information. Google’s counsel provided excerpts of the
12 portions of the document that Google identified as reflecting Spotify’s confidential information.
13 The excerpts reflect specific commercial terms proposed by Spotify in July 2020 in connection
14 with confidential negotiations regarding Spotify’s use of Google Play Billing that eventually led
15 to the execution in mid-2022 of Spotify’s User Choice Billing agreement with Google.

16 3. On November 7, 2023, Spotify filed a declaration by Sandra Alzetta, Vice
17 President, Global Head of Commerce and Customer Service at Spotify, providing the reasons that
18 Spotify would be competitively harmed in its business if the terms of Spotify’s User Choice Billing
19 agreement with Google and information relating to Spotify’s confidential negotiations with Google
20 regarding the use of Google Play Billing were to become public. (*See* MDL Dkt. No. 749-1.)
21 Because the portions of Exhibit 1496 that are listed in the chart below also reflect information
22 relating to those same confidential negotiations, that information should be sealed for the same
23 reasons given in Ms. Alzetta’s declaration:

Exhibit Number (Bates Number)	Portion Sought to Be Sealed	Evidence Offered in Support of Sealing
Exhibit 1496 (GOOG- PLAY-004692994.R)	Page -004: all text below “Google’s May Proposal” and “Spotify’s July Counter”	MDL Dkt. No. 749-1, Alzetta Decl. ¶¶ 6–9
	Page -008: entire page	MDL Dkt. No. 749-1, Alzetta Decl. ¶¶ 6–9
	Page -018: figure in chart under column titled “Processing Cost” and in row titled “Spotify Proposal”	MDL Dkt. No. 749-1, Alzetta Decl. ¶¶ 6–9
	Page -020: entire page	MDL Dkt. No. 749-1, Alzetta Decl. ¶¶ 6–9
	Page -021: entire page	MDL Dkt. No. 749-1, Alzetta Decl. ¶¶ 6–9
	Page -023: entire page	MDL Dkt. No. 749-1, Alzetta Decl. ¶¶ 6–9

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this November 13, 2023 in Brooklyn, New York.

/s/ Shane M. Palmer
Shane M. Palmer